



MAINFREIGHT 2016 ANNUAL MEETING OF SHAREHOLDERS

Notice of meeting & explanatory notes

Notice of meeting

Notice is given that the annual meeting of the shareholders of Mainfreight Limited will be held at Orakei Bay Centre, 231 Orakei Road, Remuera, Auckland on Thursday 28 July 2016, commencing at 4.00pm

Agenda

CHAIRMAN'S ADDRESS

GROUP MANAGING DIRECTOR'S ADDRESS

ANNUAL REPORT

- > To receive and consider the annual report of the company for the year ended 31 March 2016, including the financial statements for that year and the directors' and auditor's reports to shareholders.

RESOLUTIONS

- > To consider and, if thought fit, to pass the following ordinary resolutions:

RE-ELECTION OF BRUCE PLESTED

1. That Bruce Plested, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company (see explanatory note).

RE-ELECTION OF CARL HOWARD-SMITH

2. That Carl Howard-Smith, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company (see explanatory note).

AUDITOR

3. That the Directors be authorised to fix the fees and expenses of the Auditor.

OTHER BUSINESS

- > To consider any other matters that may lawfully be considered at the meeting.

BY ORDER OF THE BOARD



Carl Howard-Smith
Director
27 June 2016

Explanatory notes

Proxy Vote:

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of the shareholder. The proxy need not be a shareholder.

To be effective, the proxy form must be received at the registered office of the company or by the share registrar of the company, Computershare Investor Services Limited, Private Bag 92119, Auckland 1142, New Zealand not later than 48 hours before the start of the meeting in accordance with the instructions on the proxy form. You may also appoint your proxy online as per the instructions on the proxy form.

A corporation may appoint a person to attend the meeting as its representative in the same manner as it could appoint a proxy.

Resolutions 1 and 2: Re-Election of Directors

Bruce Plested and Carl Howard-Smith retire by rotation at the meeting in accordance with NZX Main Board Listing Rule 3.3.11 and, both being eligible for re-election, offer themselves for re-election. Brief biographical notes of the Directors seeking re-election are as follows:

Bruce Plested

Bruce Plested is the Founder and Chairman of Mainfreight and through his trusts is the largest shareholder of the Company. Bruce plays an active role in the global direction of the Company, visiting branches here and overseas, and is vitally involved in setting the strategic focus for the Company.

The Board considers that Bruce Plested does not qualify as an independent Director.

Carl Howard-Smith

Carl Howard-Smith is a long-standing Director of Mainfreight and was a foundation Board member at time of the Company's listing in 1996. He also holds the role of General Counsel attending to the Company's legal affairs, and his advice is greatly valued by the Company's management team.

The Board considers that Carl Howard-Smith does not qualify as an independent Director.

Resolution 3: Auditor

EY is automatically reappointed as the auditor of the Company under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.

Annual Meeting of Shareholders: Meeting Details

Venue: Orakei Bay Centre,
231 Orakei Road, Remuera, Auckland

Date: Thursday 28 July 2016

Time: 4.00pm

For those shareholders wishing to travel by public transport, the Orakei Train Station is located just one minute from Orakei Bay and provides a regular service to Auckland City. The journey time from Britomart Station is approximately 6 minutes.

Ample free parking is also available within the grounds

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